

Exhibit C



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September 1, 2022

VIA U.S. MAIL AND ELECTRONIC MAIL

Justin Alaburda
Brennan Manna Diamond
250 Civic Center Drive, Suite 300
Columbus, Ohio 43215
jmalaburda@bmdllc.com
330-253-9134

Re: *Eastern Gateway Community College's Collaboration Agreement with SRC*

Dear Mr. Alaburda,

I write this letter because it has come to my attention that your client, Eastern Gateway Community College ("EGCC"), contends that Student Resource Center, LLC ("SRC") cannot invoice for any profit-share payments because "[t]here is no collaboration budget for FY23, as required by the Agreement." In addition, this letter addresses additional outstanding issues recently raised by the parties.

SRC's Invoices for Profit-Sharing Payments are Proper.

On August 25, 2022, Aimee Leishure submitted to President Geoghegan two invoices for expense reimbursements and a profit-share request. To date, \$166,731.87 in expense reimbursements remain outstanding, and SRC respectfully requests that EGCC promptly pay this expense without the need for intervention from the Court. The following day, President Geoghegan responded to Ms. Leishure's email and claimed that there is no budget for the Collaboration and therefore SRC could not invoice EGCC for profit-share payments without a budget. Mr. Geoghegan's assertion misrepresents both what the Collaboration Agreement provides as well as the factual circumstances surrounding these invoices.

The Collaboration *does* have a budget. Section 7.2 expressly provides that if the "Member Parties are unable to mutually agree upon an Annual Budget on or before the date that is sixty (60) days (the "Annual Budget Approval Date") prior to the commencement of the following academic year, then the Annual Budget in effect on the Annual Budget Approval Date shall be the Annual Budget for the following academic year until such time as the Member Parties mutually agree to a new Annual Budget." Further, EGCC's Board of Trustees has already approved a preliminary budget for the first quarter of this fiscal year. Please confirm that EGCC will accept profit-sharing invoices as required until an Annual Budget is finalized.

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Outstanding Collaboration Action Items.

We believe there are a few outstanding items from our July 18th and August 1st letters as well as other recent communications that require resolution.

A. Operating Committee

In response to your August 2nd letter, SRC will designate Phillip Braithwaite, CEO as SRC's representative of the Operating Committee and Aimee Leishure, CFO as SRC's other designated representative for the Collaboration Agreement pursuant to Section 2.6. In addition to Phillip Braithwaite and Aimee Leishure, Paige Chamberlin, Director of Student Operations, Rebecca (Becky) Weilbacher, Director of Marketing and Jason Simms, Director of Business Services will participate

B. Marketing Plan

Per EGCC's request for a written marketing plan, please see the enclosed SRC Marketing Plan for 2023. Please confirm that EGCC will develop a new Free College Benefit Program for union members.

C. Collaboration Budget

While the Collaboration Agreement does not require SRC to initially propose an Annual Budget, in the spirit of cooperation, please find enclosed a proposed Annual Budget. SRC developed the enclosed Annual Budget without the benefit of any projected student enrollment data for each education program or the projected fees for the academic year, which EGCC was required, but failed to provide, at least 120 days prior to the beginning of the academic year pursuant to Section 7.2 of the Collaboration Agreement.

D. Audit Rights and Review of Financial Records

Despite your August 2nd letter, which indicates that EGCC is assembling responsive documents for SRC's audit, we have not received these materials. Please provide the following initial categories of documents by no later than September 12, 2022:

1. All supporting documentation for the following August 15, 2022 amounts:
 - a. Steubenville (Admin.) Overhead of \$3,716,776;
 - b. Allocated Miscellaneous of \$925,994;
 - c. ITS Charges of \$5,492,414
2. All supporting documentation and an explanation to support the 80% allocation to SRC to cover Steubenville and Youngstown costs for the three amounts listed in Category 1 above;

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3. With respect to the August 15, 2022 Pell Grant amount (\$52,946,676 indicated as 89% of total Pell), please provide the following documentation:
 - a. The U.S. Department of Education Federal Pell Grant G5 cash management system detail for all award years in which transactions occurred during the EGCC fiscal year ended June 30, 2022;
 - b. The U.S. Department of Education Common Origination Disbursement (COD) system School Funding Information report for 2021-22 award year Pell; and
 - c. A roster of students who received Pell Grants during EGCC's 2021-22 academic year, including the dollar amount of total Pell received by each student, and include refunds/R2T4 paid as a separate column or in a separate roster;
4. With respect to the August 15, 2022, SEOG amount of \$1,398,866, please provide the U.S. Department of Education SEOG G5 cash management system detail for the 2021-22 award year.

The documents listed above represent an initial, but non-exhaustive, list, and SRC expects supplemental documentation will be required in the future.

Your August 2nd letter also requested an audit of SRC's records pursuant to Section 7.4(d). Your request, however, did not specify which records EGCC requests. SRC regularly provides itemized invoices for all expense reimbursements and profit-sharing payments. Therefore, it remains unclear which records EGCC desires. Please specifically identify the records EGCC requests. Further, Section 7.4(d) requires that EGCC's audit will be subject to confidentiality requirements "reasonably imposed by SRC[.]" To that end, EGCC's August 26th changes to SRC's draft Protective Order removed Section 13 regarding Information Security Protections related to Confidential Information. Please explain EGCC's basis for removing this section of the draft Protective Order. Once EGCC identifies which records it seeks and the Protective Order is finalized, SRC can compile and produce those records.

E. EGCC's Violation of the Court's Preliminary Injunction

I have been informed that EGCC has abruptly moved from the "You Can Book Me" calendar and is now utilizing EGCC's own Microsoft Bookings calendar. As part of the Collaboration, SRC relies on the "You Can Book Me" calendar to facilitate meetings between students and its enrollment counselors. EGCC's actions constitute yet another violation of the Preliminary Injunction as it deprives SRC of the ability to meet with students and facilitates EGCC direct competition with SRC. This latest action is in addition to numerous other improper actions concerning direct competition that SRC has tracked and SRC reserves all rights with respect to the same.

I look forward to your response and cooperation and hope that the parties can continue to discuss a global resolution to these matters and the lawsuit.

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Very truly yours,

A handwritten signature in black ink, appearing to read "Rob Folland", written in a cursive style.

Robert Folland

cc: David Paragas, Esq. (via e-mail)
Dave DeVillers, Esq. (via e-mail)
Jeff Bartolozzi, Esq. (via e-mail)
Victoria Ferrise, Esq. (via e-mail)
Adam Fuller, Esq. (via e-mail)

Enclosure: SRC FY 2023 Budget Draft, SRC Marketing Plan

SRC-EGCC FY2023 Collaboration

FY 2023	Monthly	Annual	P&L Category
Salaries/Benefits/Taxes	254,972	3,059,669	Salaries, Benefits, & Payroll
Hubspot/Websites	12,650	151,800	CRM/Websites
Madwire/M360	2,000	24,000	Computer/Internet - Software
VDS	8,900	106,800	Utilities/Telecom
Integrate HQ	500	6,000	Utilities/Telecom
GoDaddy	1,250	15,000	CRM/Websites
Google	720	8,640	Computer/Internet - Software
Asana	175	2,100	Computer/Internet - Software
EZ Texting	3,500	42,000	Computer/Internet - Texting
Slack	1,075	12,900	Computer/Internet - Software
Calendar	400	4,800	Computer/Internet - Calendar
Hardware	1,200	14,400	Computer/Internet - Hardware
Postage/Supplies	250	3,000	Postage/Office Supplies
Printing/Production	500	6,000	Printing and Reproduction
Marketing	9,500	114,000	Marketing
CSEA	20,833	250,000	Union Staffing
Union Plus	25,000	300,000	Union Staffing
Insurance - Cyber	1,313	15,750	Insurance - Cyber
Insurance - WC	1,120	13,440	Insurance - WC
Travel	3,000	36,000	Travel
TOTAL	348,858	4,186,299	

SRC Marketing Plan 2023

Marketing Plan 2023 – Strategic Prioritization

Union Partners

- **BENEFIT PROMOTION:** Focus on making promotions easier, more impactful, more measurable, and transparent
 - Updated Microsites, Flyers, Event Collateral & Shared Marketing Best-Practices
 - Improved Partner Communications, Planning & Reporting
 - Globally updated, branded creative templates/assets
 - Shared marketing calendar/forecasting
 - Performance dashboards/reports
- **PARTNER ONBOARDING:** Inform/Optimize New Union Partner Development and Onboarding

Student Experience

- **JOURNEY MAPPING & COMMUNICATIONS:** Focus on student experience from initial awareness through graduation and beyond
 - Inquiries, Applicants, Students, Graduates, Referrals
 - Connected experience between Union Partners, SRC and Academic partners

Marketing Plan 2023 – Strategic Prioritization

Academic Partner - EGCC

- **BRANDING & MARKETING:** Focus on upholding brand standards and program accuracy, elevate institutional storytelling
 - Reposition Free College Benefit to be consistent with restructured model
 - Ensure programs are represented accurately across all collateral and communications
 - Maximize brand position/appeal to prospective students at every stage of their journey

Student Resource Center

- **INTERNAL & EXTERNAL MARKETING:** Focus on developing brand and brand standards while elevating organizational storytelling
 - Elevate the Student Resource Center brand/story and ensure it is told powerfully and consistently across all internal and external communications